

AN ORDINANCE  
BY



01-0-1988

AN ORDINANCE OF THE CITY OF ATLANTA, GEORGIA, TO PROVIDE FOR THE ISSUANCE AND SALE OF TAX ALLOCATION VARIABLE RATE BONDS (WESTSIDE TAX ALLOCATION DISTRICT PROJECT), SERIES 2001, IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$\_\_\_\_\_ (THE "BONDS"), FOR THE PURPOSE OF PROVIDING FUNDS TO PAY, OR TO BE APPLIED OR CONTRIBUTED TOWARD, THE REDEVELOPMENT COST IN CONNECTION WITH THE \_\_\_\_\_ PROJECT AND THE \_\_\_\_\_ PROJECT (COLLECTIVELY, THE "PROJECT") AND ANY OTHER FACILITIES AND IMPROVEMENTS LOCATED IN OR OTHERWISE RELATED TO THE WESTSIDE TAX ALLOCATION DISTRICT NUMBER ONE; FOR THE PURPOSE OF PAYING EXPENSES INCIDENT TO ACCOMPLISHING THE FOREGOING; FOR THE PURPOSE OF AUTHORIZING AN INDENTURE OF TRUST, A DEVELOPMENT AGREEMENT, A REIMBURSEMENT AGREEMENT, A PURCHASE CONTRACT, A REMARKETING AGREEMENT, AND APPROVING A PRELIMINARY OFFICIAL STATEMENT; FOR THE PURPOSE OF DESIGNATING [\_\_\_\_\_] AS TRUSTEE, PAYING AGENT AND REGISTRAR; AND FOR CERTAIN OTHER PURPOSES, ALL IN CONNECTION WITH THE ISSUANCE AND SALE OF THE FOREGOING DESCRIBED BONDS.

**WHEREAS**, the City of Atlanta, Georgia (the "City") is a municipal corporation of the State of Georgia and a "political subdivision" as defined in Chapter 44 of Title 36 of the Official Code of Georgia Annotated, as amended (the "Redevelopment Powers Law"); and

**WHEREAS**, the City is authorized pursuant to the Constitution of the State of Georgia and the various statutes of the State of Georgia, including specifically the Redevelopment Powers Law, to issue its tax allocation bonds in order to finance certain Redevelopment Costs, as defined in the Redevelopment Powers Law; and

**WHEREAS**, by a resolution adopted by the City Council of the City (the "City Council") on December 7, 1992, and approved by the Mayor of the City on December 15, 1992, the City approved a redevelopment plan and created a tax allocation district designated "The Techwood Park Urban Redevelopment Area and Tax Allocation District Number One-Atlanta/Techwood Park (the "Techwood Park Area and District");" and

**WHEREAS**, in order to encourage the development of an economically and socially depressed area in the City, the City Council (the "City Council"), by Resolution 98-R-0777, adopted on July 6, 1998 and signed by the Mayor on July 13, 1998, among other matters (1) renamed the Techwood Park Area and District as "The Westside Redevelopment Area and Tax Allocation Bond District Number One, As Amended-Atlanta/Westside" (the district portion being referred to as "Westside TAD") and renamed the Techwood redevelopment plan developed in connection with the Techwood Park Area and District, the Westside Redevelopment Plan and Tax Allocation Bond District (Tax Allocation District Number 1, As Amended-Atlanta/Westside) (the "Westside Redevelopment Plan"), (2) amended the boundaries of the redevelopment area, (3) designated the Atlanta Development Authority (the "Authority") as the City's redevelopment agent for purposes of

C-7

the Redevelopment Powers Law, (4) set out the terms pursuant to which it agreed to pledge positive incremental ad valorem real property taxes ("Tax Allocation Increments") derived within the Westside TAD; and

**WHEREAS**, pursuant to the Redevelopment Powers Law, the City is authorized to finance certain Redevelopment Costs, including without limitation, (i) \_\_\_\_\_, (ii) \_\_\_\_\_, (iii) \_\_\_\_\_, and (iv) any other facilities and improvements located in or otherwise related to the Westside TAD that are eligible to be financed or refinanced as Redevelopment Costs under the Redevelopment Powers Law (collectively, the "Project"); and

**WHEREAS**, it is proposed that the City finance a portion of the costs of the Project through the issuance of its Tax Allocation Variable Rate Bonds (Westside Tax Allocation District Project), Series 2001 (the "Bonds"), in the aggregate principal amount of not to exceed \$ \_\_\_\_\_; and

**WHEREAS**, the Bonds shall be authorized and issued pursuant to the terms of an Indenture of Trust (the "Indenture") between the City and [ \_\_\_\_\_ ], as trustee (the "Trustee"); and

**WHEREAS**, the Board of Commissioners of Fulton County, Georgia ("the Board of Commissioners"), by resolution adopted on November 18, 1998, and the Board of Education of the City (the "Atlanta School Board"), by resolution adopted November \_\_, 1998, consented to the inclusion of their respective shares of positive ad valorem tax increments derived from the Westside TAD as security for the Bonds; and

**WHEREAS**, it is proposed that in order to accomplish the sale of the Bonds, the City should enter into a Purchase Contract (the "Purchase Contract") with Jackson Securities, Inc. (the "Underwriter") and the other parties thereto, the terms of which will provide for the purchase of the Bonds; and

**WHEREAS**, the City, the Authority and [ \_\_\_\_\_ ] and [ \_\_\_\_\_ ] (collectively, the "Developers") will each enter into substantially identical development agreements (together, the "Development Agreement") with respect to the respective projects financed with the proceeds of the Bonds; and

**WHEREAS**, it is contemplated that, as security for the Bonds \_\_\_\_\_ (the "Bank") will provide its [irrevocable direct pay] letter of credit (the "Letter of Credit") to the Trustee pursuant to the terms of a Reimbursement Agreement (the "Reimbursement Agreement") between the City and the Bank; and

**WHEREAS**, it is contemplated that the City and \_\_\_\_\_, as remarketing agent (the "Remarketing Agent") will enter into a Remarketing Agreement (the "Remarketing Agreement") with respect to the Bonds; and

**WHEREAS**, it is proposed that in order to facilitate the purchase of the Bonds, the City should provide for the use and distribution by the Underwriter of a Preliminary Official

Statement (the "Preliminary Official Statement") and a final Official Statement (the "Official Statement"); and

**NOW, THEREFORE,** be it ordained by the City Council, and it is hereby ordained by authority of the same, as follows:

**Section 1. Authority for Ordinance.** This Ordinance is adopted pursuant to the provisions of the Constitution and the laws of the State of Georgia.

**Section 2. Findings.** It is hereby ascertained, determined and declared that:

(a) the financing of the costs of the Project is a lawful and valid undertaking pursuant to the Redevelopment Powers Law;

(b) the payments from the Tax Allocation Increments to be received by the Trustee will be fully sufficient to pay the principal of, redemption premium, if any, and interest on the Bonds as the same become due; and

(c) the Bonds will constitute only limited obligations of the City and will be payable solely from the revenues to be assigned and pledged to the payment thereof and will not constitute a debt or a general obligation or a pledge of the faith and credit of the State of Georgia or any political subdivision, county or independent board of education thereof, including the City, Fulton County, and the Atlanta School Board and will not directly or indirectly obligate such State or political subdivision, county or independent board of education thereof, including the City, Fulton County, and the Atlanta School Board, to levy or to pledge any form of taxation whatever for the payment thereof.

**Section 3. Authorization of the Financing of the Project.** The financing of all or a portion of the cost of the Project by using the proceeds of the sale of the Bonds is hereby authorized.

**Section 4. Authorization of Bonds.** For the purpose of financing the Project, the issuance of not to exceed \$ \_\_\_\_\_ in aggregate principal amount of tax allocation bonds of the City known as "Tax Allocation Variable Rate Bonds (Westside Tax Allocation District Project), Series 2001," is hereby authorized. The Bonds shall be dated, bear interest, be subject to redemption prior to maturity and be payable as set forth in Articles II and III of the Indenture and the Bonds shall mature on [\_\_\_\_\_]. The Bonds shall be issued as registered bonds without coupons in various denominations, with such rights of exchangeability and transfer of registration and shall be in the form and executed and authenticated in the manner provided in the Indenture. The term "Bonds" as used herein shall be deemed to mean and include the Bonds as initially issued and delivered and Bonds issued in exchange therefor or in exchange for Bonds previously issued.

Any Bonds hereafter issued in exchange or for transfer of registration for the Bonds initially issued and delivered pursuant to the Indenture shall be executed in accordance with the provisions of the Indenture and such execution by the Mayor and the Municipal Clerk, whether present or future, is hereby authorized. A certificate of validation shall be endorsed upon each of such Bonds hereafter issued, and the Clerk of the Superior Court of Fulton County, Georgia, is

instructed to execute such certificate of validation upon the written request of the Trustee or the City, specifying that such Bonds are being issued in exchange or for transfer of registration for one of the Bonds issued and delivered to the initial purchaser or purchasers thereof or one of the Bonds previously issued in exchange therefor.

**Section 5. Authorization of Indenture.** In order to secure the payment of the principal of, redemption premium, if any, and interest on the Bonds herein authorized, and in order to secure the performance and observance of all the agreements and conditions in the Bonds, the execution, delivery and performance of the Indenture relating to the Bonds by and between the City and the Trustee are hereby authorized. The Indenture shall be in substantially the form attached hereto as Exhibit "1," subject to such minor changes, insertions or omissions as may be approved by the Mayor, and the execution of the Indenture by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval.

**Section 6. Authorization of Development Agreement.** The execution, delivery and performance of the Development Agreement by and between the City, the Authority and [ ] and [ ] are hereby authorized. The Development Agreement shall be in substantially the form attached hereto as Exhibit "2," subject to such minor changes, insertions or omissions as may be approved by the Mayor, and the execution of the Development Agreement by the Mayor and the Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval.

**Section 7. Authorization of Purchase Contract.** The execution, delivery and performance of the Purchase Contract providing for the purchase of the Bonds, by and between the City, the Underwriter and the other parties thereto are hereby authorized. The Purchase Contract shall be in substantially the form attached hereto as Exhibit "3," subject to minor changes, insertions or omissions as may be approved by the Mayor and the execution of the Purchase Contract by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval. Anything herein or in the Purchase Contract to the contrary notwithstanding, the Chief Financial Officer of the City is hereby authorized to execute the Purchase Contract in the event of the absence or incapacity of the Mayor.

**Section 8. Authorization of Official Statement.** The use and distribution of the Preliminary Official Statement and a final Official Statement with respect to the Bonds are hereby authorized and approved, and said Preliminary Official Statement and said final Official Statement shall be in substantially the form attached hereto as Exhibit "4," subject to such minor changes, insertions or omissions as may be approved by the Mayor.

**Section 9. Authorization of Reimbursement Agreement.** In order to cause the Bank to deliver the Letter of Credit, the execution, delivery and performance of the Reimbursement Agreement are hereby authorized. The Reimbursement Agreement shall be in substantially the form attached hereto as Exhibit "5," subject to such minor changes, insertions or omissions as may be approved by the Mayor, the execution of the Reimbursement Agreement by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval.

**Section 10. Designation of Trustee, Paying Agent, and Registrar.** [\_\_\_\_\_], a banking corporation organized and existing under and by virtue of the laws of the [\_\_\_\_\_] and having a corporate trust office in the City, is hereby designated Trustee, Paying Agent and Registrar for the Bonds.

**Section 11. Execution of Bonds.** The Bonds shall be executed in the manner provided in the Indenture and the same shall be delivered to the Trustee for proper authentication and delivery to the Underwriter with instructions to that effect as provided in the Indenture.

**Section 12. Validation of Bonds.** The Mayor is hereby authorized and directed to immediately notify the District Attorney of the Atlanta Judicial Circuit of the action taken by the City, to request the District Attorney to institute a proceeding to confirm and validate the Bonds and to pass upon the security therefor, and the Mayor and the Municipal Clerk are further authorized to acknowledge service and make answer in such proceeding.

**Section 13. Non-Arbitrage Certification.** Any officer of the City is hereby authorized to execute one or more non-arbitrage certifications with respect to the Bonds or any series thereof in order to comply with Section 148 of the Code, and the applicable Treasury Regulations thereunder.

**Section 14. No Personal Liability.** No stipulation, obligation or agreement herein contained or contained in the Indenture, the Development Agreement, the Reimbursement Agreement, the Remarketing Agreement or the Purchase Contract shall be deemed to be a stipulation, obligation or agreement of any officer, director, agent or employee of the City in his individual capacity, and no such officer, director, agent or employee shall be personally liable on the Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

**Section 15. General Authority.** From and after the execution and delivery of the documents hereinabove authorized, the proper officers, directors, agents and employees of the City are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the documents as authorized herein and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the issuance of the Bonds and in conformity with the purposes and intents of this Ordinance.

The Mayor and the Municipal Clerk are hereby authorized and directed to prepare and furnish to the purchasers of the Bonds, when the Bonds are issued, certified copies of all the proceedings and records of the City relating to the Bonds, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the Bonds as such facts appear from the books and records in the officers' custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the City as to the truth of all statements contained therein.

**Section 16. Actions Approved and Confirmed.** All acts and doings of the officers of the City which are in conformity with the purposes and intents of this Ordinance and in

furtherance of the issuance of the Bonds and the execution, delivery and performance of the Indenture, the Development Agreement, the Reimbursement Agreement, the Remarketing Agreement and the Purchase Contract and the approval of the Official Statement, shall be, and the same hereby are, in all respects approved and confirmed.

**Section 17. Severability of Invalid Provision.** If any one or more of the agreements or provisions herein contained shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof or of the Bonds authorized hereunder.

**Section 18. Repealing Clause.** All ordinances or parts thereof of the City in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

**Section 19. Effective Date.** This Ordinance shall take effect immediately upon its adoption.

€